

# HERZOG CONTRACTING CORP.

600 S. RIVERSIDE RD.  
P.O. BOX 1089  
ST. JOSEPH, MO 64502  
PHONE (816) 233-9001  
FAX (816) 233-9881

December 9, 1997

WILLIAM E. HERZOG, PRESIDENT

RECORDATION NO. 21080 FILED

DEC 17 '97

4-35 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two originals of a Memorandum of Lease Agreement dated November 25, 1997, as a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee:           Browning – Ferris Industries, Inc.  
                    2209 S. 58<sup>th</sup> Street  
                    Philadelphia, PA 19143

Lessor:           Herzog Contracting Corp.  
                    P. O. Box 1089  
                    St. Joseph, MO 64502

The Memorandum of Lease Agreement covers the lease of Twenty-five (25) 4000 cubic foot gondola railcars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$24.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,  
HERZOG CONTRACTING CORP.

*James A. Frasher*  
James A. Frasher  
Vice President

jaf/cb

Encl.

DEC 17 '97

4-35 PM

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November \_\_, 1997 by and between BROWNING-FERRIS INDUSTRIES, INC., A Pennsylvania Corporation, (LESSEE) and HERZOG CONTRACTING CORP., a Missouri Corporation, (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 137, dated November \_\_, 1997 between LESSOR and LESSEE.
2. Pursuant to Exhibit A., LESSOR has agreed to lease, and LESSEE has agreed To lease twenty-five (25) J301 railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document Number 137.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 137, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 137, to be executed as of the date first written.

HERZOG CONTRACTING CORP.      BROWNING-FERRIS INDUSTRIES, INC.

LESSOR

BY: James A. FrasherITS: Vice President

LESSEE

BY: Jim NaderITS: AVP

Schedule A

|    |      |      |
|----|------|------|
| 1  | HZGX | 3316 |
| 2  | HZGX | 3459 |
| 3  | HZGX | 3513 |
| 4  | HZGX | 3993 |
| 5  | HZGX | 3496 |
| 6  | HZGX | 3991 |
| 7  | HZGX | 3996 |
| 8  | HZGX | 3493 |
| 9  | HZGX | 3482 |
| 10 | HZGX | 3405 |
| 11 | HZGX | 3992 |
| 12 | HZGX | 3468 |
| 13 | HZGX | 3511 |
| 14 | HZGX | 3389 |
| 15 | HZGX | 3348 |
| 16 | HZGX | 3392 |
| 17 | HZGX | 3982 |
| 18 | HZGX | 3977 |
| 19 | HZGX | 3472 |
| 20 | HZGX | 3444 |
| 21 | HZGX | 3498 |
| 22 | HZGX | 3439 |
| 23 | HZGX | 3480 |
| 24 | HZGX | 3379 |
| 25 | HZGX | 3575 |